

**Form B1 (Official Form 1) – (Rev. 12/03)**

<b>UNITED STATES BANKRUPTCY COURT</b> <b>Southern District of Texas, Corpus Christi Div.</b>		<b>Voluntary Petition</b>																
Name of Debtor (if individual, enter Last, First, Middle): <b>Southern Peru Holdings, LLC</b>		Name of Joint Debtor (Spouse) (Last, First, Middle):																
All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names): Southern Peru Holdings Corporation		All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):																
Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more than one, state all): 13-4152060		Last four digits of Soc. Sec./Complete EIN or other Tax I.D. No. (if more than one, state all):																
Street Address of Debtor (No. & Street, City, State & Zip Code): 1150 North Seventh Avenue Tucson, AZ 85705		Street Address of Joint Debtor (No. & Street, City, State & Zip Code):																
County of Residence or of the Principal Place of Business: Pima		County of Residence or of the Principal Place of Business:																
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):																
Location of Principal Assets of Business Debtor (if different from street address above):																		
<b>Information Regarding the Debtor (Check the Applicable Boxes)</b>																		
Venue (Check any applicable box) <input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.																		
<b>Type of Debtor (Check all boxes that apply)</b> <input type="checkbox"/> Individual(s) <input type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Other <u>Limited Liability Company</u> <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bankr		<b>Chapter or Section of Bankruptcy Code Under Which the Petition is Filed (Check one box)</b> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Sec. 304 – Case ancillary to foreign proceeding																
<b>Nature of Debts (Check one box)</b> <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business		<b>Filing Fee (Check one box)</b> <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.																
<b>Chapter 11 Small Business (Check all boxes that apply)</b> <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. § 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)																		
<b>Statistical/Administrative Information (Estimates only)</b> <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.			<b>THIS SPACE FOR COURT USE ONLY</b>															
<b>Estimated Number of Creditors</b> <table border="1"> <tr> <td>1-15</td> <td>16-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1000-over</td> </tr> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>				1-15	16-49	50-99	100-199	200-999	1000-over	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
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<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>												
<b>Estimated Assets</b> <table border="1"> <tr> <td>\$0-50,000</td> <td>\$50,001-100,000</td> <td>\$100,001-500,000</td> <td>\$500,001-1 million</td> <td>\$1,000,001-10 million</td> <td>\$10,000,001-50 million</td> <td>\$50,000,001-100 million</td> <td>More than \$100 million</td> </tr> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table>			\$0-50,000	\$50,001-100,000	\$100,001-500,000	\$500,001-1 million	\$1,000,001-10 million	\$10,000,001-50 million	\$50,000,001-100 million	More than \$100 million	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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<b>Estimated Debts</b> <table border="1"> <tr> <td>\$0-50,000</td> <td>\$50,001-100,000</td> <td>\$100,001-500,000</td> <td>\$500,001-1 million</td> <td>\$1,000,001-10 million</td> <td>\$10,000,001-50 million</td> <td>\$50,000,001-100 million</td> <td>More than \$100 million</td> </tr> <tr> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input checked="" type="checkbox"/></td> </tr> </table>			\$0-50,000	\$50,001-100,000	\$100,001-500,000	\$500,001-1 million	\$1,000,001-10 million	\$10,000,001-50 million	\$50,000,001-100 million	More than \$100 million	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
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<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>											

## Form B1 (Official Form 1) Page 2- (Rev. 12/03)

<b>Voluntary Petition</b> (This page must be completed and filed in every case)		Name of Debtor(s) <b>FORM B1, Page 2</b> <b>Southern Peru Holdings, LLC</b>	
<b>Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)</b>			
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet)</b>			
Name of Debtor:	Case Number:	Date Filed:	
SEE EXHIBIT A ATTACHED HERETO			
District:	Relationship:	Judge:	
<b>Signatures</b>			
<b>Signature(s) of Debtor(s) (Individual/Joint)</b>  I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.  I request relief in accordance with the chapter of title 11, United States Code, specified in this petition. <b>X</b> _____ Signature of Debtor <b>X</b> _____ Signature of Joint Debtor _____ Telephone Number (if not represented by attorney) _____ Date		<b>Exhibit "A"</b>  (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.  <b>Exhibit "B"</b>  (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.  <b>X</b> _____ Signature of Attorney for Debtor(s) _____ Date	
<b>Signature of Attorney</b> <b>X</b> _____ Signature of Attorney for Debtor(s) <u>Romina L. Mulloy</u> Printed Name of Attorney for Debtor(s) <u>Baker Botts L.L.P.</u> Firm Name <u>2001 Ross Avenue</u> Address <u>Dallas, Texas 75201</u>  <u>(214) 953-6500</u> Telephone Number <u>December 12, 2006</u> Date		<b>Signature of Non-Attorney Petition Preparer</b>  I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.  _____ Printed or Typed Name of Bankruptcy Petition Preparer  _____ Social Security Number (Required by 11 U.S.C. § 110(c))  _____ Address  _____ Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:  _____ If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.  <b>X</b> _____ Signature of Bankruptcy Petition Preparer  _____ Date  A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.	
<b>Signature of Debtor (Corporation/Partnership)</b>  I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.  The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition. <b>X</b> <u>D. E. McAllister</u> Signature of Authorized Individual <u>Douglas E. McAllister</u> Printed Name of Authorized Individual <u>President</u> Title of Authorized Individual <u>December 12, 2006</u> Date			

**Exhibit A**

**Pending Bankruptcy Cases Filed by any Partner or Affiliate of the Debtor**

**Name of Debtor:** Lac d'Amiante du Québec Ltée  
**Case Number:** 05-20521  
**Date Filed:** 4/11/2005  
**District:** Southern District of Texas, Corpus Christi Division  
**Relationship:** Affiliate  
**Judge:** The Honorable Richard Schmidt

**Name of Debtor:** CAPCO Pipe Company, Inc.  
**Case Number:** 05-20522  
**Date Filed:** 4/11/2005  
**District:** Southern District of Texas, Corpus Christi Division  
**Relationship:** Affiliate  
**Judge:** The Honorable Richard Schmidt

**Name of Debtor:** Cement Asbestos Products Co.  
**Case Number:** 05-20523  
**Date Filed:** 4/11/2005  
**District:** Southern District of Texas, Corpus Christi Division  
**Relationship:** Affiliate  
**Judge:** The Honorable Richard Schmidt

**Name of Debtor:** Lake Asbestos of Quebec, Ltd.  
**Case Number:** 05-20524  
**Date Filed:** 4/11/2005  
**District:** Southern District of Texas, Corpus Christi Division  
**Relationship:** Affiliate  
**Judge:** The Honorable Richard Schmidt

**Name of Debtor:** LAQ Canada, Ltd.  
**Case Number:** 05-20525  
**Date Filed:** 4/11/2005  
**District:** Southern District of Texas, Corpus Christi Division  
**Relationship:** Affiliate  
**Judge:** The Honorable Richard Schmidt

**Name of Debtor:** ASARCO LLC  
**Case Number:** 05-21207  
**Date Filed:** 8/9/2005  
**District:** Southern District of Texas, Corpus Christi Division  
**Relationship:** Affiliate  
**Judge:** The Honorable Richard Schmidt

**Name of Debtor:** Encycle, Inc.  
**Case Number:** 05-21305  
**Date Filed:** 8/26/2005  
**District:** Southern District of Texas, Corpus Christi Division  
**Relationship:** Affiliate  
**Judge:** The Honorable Richard Schmidt

**Name of Debtor:** Encycle/Texas, Inc.  
**Case Number:** 05-21304  
**Date Filed:** 8/26/2005  
**District:** Southern District of Texas, Corpus Christi Division  
**Relationship:** Affiliate  
**Judge:** The Honorable Richard Schmidt

**Name of Debtor:** ASARCO CONSULTING, INC.  
**Case Number:** 05-21346  
**Date Filed:** 9/1/2005  
**District:** Southern District of Texas, Corpus Christi Division  
**Relationship:** Affiliate  
**Judge:** The Honorable Richard Schmidt

**Name of Debtor:** ALC, Inc.  
**Case Number:** 05-21888  
**Date Filed:** 10/14/2005  
**District:** Southern District of Texas, Corpus Christi Division  
**Relationship:** Affiliate  
**Judge:** The Honorable Richard Schmidt

**Name of Debtor:** AMERICAN SMELTING AND REFINING COMPANY  
**Case Number:** 05-21894  
**Date Filed:** 10/14/2005  
**District:** Southern District of Texas, Corpus Christi Division  
**Relationship:** Affiliate  
**Judge:** The Honorable Richard Schmidt

**Name of Debtor:** AR Mexican Explorations Inc.  
**Case Number:** 05-21893  
**Date Filed:** 10/14/2005  
**District:** Southern District of Texas, Corpus Christi Division  
**Relationship:** Affiliate  
**Judge:** The Honorable Richard Schmidt

**Name of Debtor:** AR Sacaton, LLC, an Arizona Limited Liability Company  
**Case Number:** 05-21890  
**Date Filed:** 10/14/2005  
**District:** Southern District of Texas, Corpus Christi Division  
**Relationship:** Affiliate  
**Judge:** The Honorable Richard Schmidt

**Name of Debtor:** ASARCO Master Inc.  
**Case Number:** 05-21883  
**Date Filed:** 10/14/2005  
**District:** Southern District of Texas, Corpus Christi Division  
**Relationship:** Affiliate  
**Judge:** The Honorable Richard Schmidt

**Name of Debtor:** Asarco Oil and Gas Company, Inc.  
**Case Number:** 05-21886  
**Date Filed:** 10/14/2005  
**District:** Southern District of Texas, Corpus Christi Division  
**Relationship:** Affiliate  
**Judge:** The Honorable Richard Schmidt

**Name of Debtor:** Bridgeview Management Company, Inc.  
**Case Number:** 05-21884  
**Date Filed:** 10/14/2005  
**District:** Southern District of Texas, Corpus Christi Division  
**Relationship:** Affiliate  
**Judge:** The Honorable Richard Schmidt

**Name of Debtor:** Covington Land Company  
**Case Number:** 05-21892  
**Date Filed:** 10/14/2005  
**District:** Southern District of Texas, Corpus Christi Division  
**Relationship:** Affiliate  
**Judge:** The Honorable Richard Schmidt

**Name of Debtor:** Government Gulch Mining Company, Limited  
**Case Number:** 05-21887  
**Date Filed:** 10/14/2005  
**District:** Southern District of Texas, Corpus Christi Division  
**Relationship:** Affiliate  
**Judge:** The Honorable Richard Schmidt

**Name of Debtor:** Salero Ranch, Unit III, Community Association, Inc.  
**Case Number:** 05-21891  
**Date Filed:** 10/14/2005  
**District:** Southern District of Texas, Corpus Christi Division  
**Relationship:** Affiliate  
**Judge:** The Honorable Richard Schmidt

**Name of Debtor:** AR Sacaton, LLC, a Delaware Limited Liability Company  
**Case Number:** 06-\_\_\_\_\_  
**Date Filed:** Contemporaneous  
**District:** Southern District of Texas, Corpus Christi Division  
**Relationship:** Affiliate  
**Judge:** The Honorable Richard Schmidt

**Name of Debtor:** ASARCO Exploration Company, Inc.  
**Case Number:** 06-\_\_\_\_\_  
**Date Filed:** Contemporaneous  
**District:** Southern District of Texas, Corpus Christi Division  
**Relationship:** Affiliate  
**Judge:** The Honorable Richard Schmidt